

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

0500323		
OMB NUMBER: Expires: Estimated average burden	3233-0070 May 30, 2005	

hours per response1.00

NOTICE OF SALE OF SECURITIES PURSUANT TO		SEC USE ONLY			
REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION		Serial			
		DATE RECEIVED			
Name of Offering (□ check if this is an amendment and name has changed, and indicate change.) Redeemable Participating Non-Voting Shares		5003			
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section Type of Filing: ■ New Filing □ Amendment	1 4(6) □ ULOE	ECEIVE (9) II			
A. BASIC IDENTIFICATION DAT	A				
Enter the information requested about the issuer					
Bear Stearns Systematic Equity Partners (Overseas), Ltd.					
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)					
c/o Walkers SPV Limited, PO Box 908GT, Walker House, Mary Street, George Town, Grand Cayman, Cayman Islands					
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone	Number (Including Area Code)			
Brief Description of Business:		2			
Investment Fund		PROCESSED lease specify): Exempted EBm@n4 2005			
Type of Business Organization		-WED			
□ corporation □ limited partnership, already formed	other (p	lease specify): Exempted Company 2005			
□ business trust □ limited partnership, to be formed					
Actual or Estimated Date of Incorporation or Organization 06 04 • Actual Bestimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction		FINANCIAL Islands			

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
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Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ Investment Managing Partner
Full Name (Last name first, if individual)					
Bear Stearns Asset Management Inc. Business or Residence Address		Street, City, State, Zip Coo	ie)		
383 Madison Avenue, New York, NY 19 Check Box(es) that Apply:		- 5 4 1 1 0			
***	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Bornstein, Stephen					
Business or Residence Address		Street, City, State, Zip Coo		7	
c/o Bear Stearns Asset Management Inc					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	 Director of Manager and Fund Director 	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	-	· · · · · · · · · · · · · · · · · · ·			
Cuaracci Michael E					
Guarasci, Michael E. Business or Residence Address	(Number and S	treet, City, State, Zip Cod	e)		
c/o Bear Stearns Asset Management Inc	c., 383 Madison	Avenue, New York, NY	10179		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
T A T G		:			
Lafer, Lawrence S. Business or Residence Address	(Number and S	treet, City, State, Zip Cod	e)		
c/o Bear Stearns Asset Management Inc					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director of Manager	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Marin, Richard A.					
Business or Residence Address	(Number and	Street, City, State, Zip Coo	de)	_	
c/o Bear Stearns Asset Management Inc	, 383 Madison	Avenue, New York, NY	10179		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director of the Manager	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Geissinger, John W.					
Business or Residence Address		Street, City, State, Zip Coo			
c/o Bear Stearns Asset Management Inc				-	W-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Fund Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Cohen, Barry					
Business or Residence Address c/o Bear Stearns Asset Management Inc	`	Street, City, State, Zip Coo Avenue, New York, NY	,		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Fund Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Kehoe, Joan					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
c/o Bear Stearns Asset Management Inc					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Fund Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Murphy, Tara					
Business or Residence Address c/o Bear Stearns Asset Management Inc		Street, City, State, Zip Coo Avenue, New York, NY			

A. BASIC IDENTIFICATION DATA

B. INFORMATION ABOUT OFFERING						
1	Hee the insure cold or does the insure intend to call to non-accordited investors in this offering?	Yes	No			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.					
2.	What is the minimum investment that will be accepted from any individual?	\$ 1,000,000				
		Yes	No			
3.	Does the offering permit joint ownership of a single unit?	•				
4.						
Full N	lame (Last name first, if individual)					
	ess or Residence Address (Number and Street, City, State, Zip Code) 1adison Avenue, New York, NY 10179					
	of Associated Broker or Dealer Stearns & Co., Inc.					
States	in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	·	All States				
_ [A _ [II _ [M _ [R	_] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [T] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full n	ame (Last name first, if individual)					
Busin	ess or Residence Address (Number and Street, City, State, Zip Code)					
Name	of Associated Broker or Dealer	-				
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States				
_ [A _ [II _ [N _ [R	_] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [T] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full N	lame (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	All States					
_ [A _ [II _ [M _ [R		_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$	\$
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$ <u>10,000,000,000</u>	\$ <u>0</u>
	Other (Specify)	\$	\$
	Total	\$ <u>10,000,000,000</u>	\$ <u>0</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		ə
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		<u> </u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering	Gooding	
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total	1000	\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$0
	Other Expenses (identify)		\$
	Total		\$ <u> </u>
		-	

	C. OFFERING PRI	CE, NUMBER OF INVESTORS, EX	XPENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate offel and total expenses furnished in response to Part adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is th	e		\$	10,000,000,000
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re	any purpose is not known, furnish an atotal of the payments listed must equal	estimate the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		0	\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of mac	hinery and equipment		\$		\$
	Construction or leasing of plant buildings and faci	lities		\$	0	\$
	Acquisition of other business (including the value that may be used in exchange for the assets or sec merger)	urities of another issuer pursuant to a	-	\$	-	¢
	Repayment of indebtedness		0	\$		\$
	Working capital			\$	0	\$
	Other (specify):			\$	 =	\$10,000,000,000
			U		•	<u> </u>
		:	_	\$		\$
	Column Totals		•	\$0	_	\$10,000,000,000
Total Payments Listed (column totals added)		\$ <u>10,000,000,000</u>				
		D. FEDERAL SIGNAT	URE			
an ı	e issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. Secur-accredited investor pursuant to paragraph (b)(2) of	ities and Exchange Commission, upon	If this notice is written reques	is filed under Rule 505, the t of its staff, the informatio	following son furnished	signature constitutes by the issuer to any
Bea	ner (Print or Type) or Stearns Systematic Equity Partners verseas), Ltd.	Signature Muy E. Su	nase (Date January 2005		
	me of Signer (Print or Type)	Title of Signer (Print or Type) Principal				
M	Ichael E. GUARASCI	T i incipai				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)